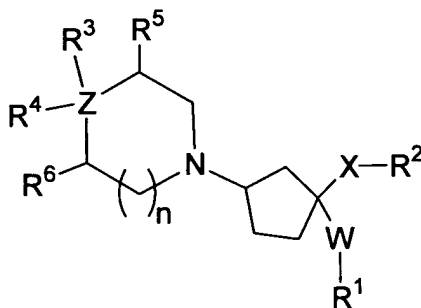


**Amendments To the Claims**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (currently amended) A compound of the formula I:



I

wherein:

X is selected from the group consisting of:

-NR<sup>10</sup>-, -O-, -CH<sub>2</sub>O-, -CONR<sup>10</sup>-, -NR<sup>10</sup>CO-, -CO<sub>2</sub>-, -OCO-,  
-CH<sub>2</sub>(NR<sup>10</sup>)CO-, -N(COR<sup>10</sup>)-, -CH<sub>2</sub>N(COR<sup>10</sup>)-, phenyl, and  
C<sub>3</sub>-6 cycloalkyl,

where R<sup>10</sup> is independently selected from: hydrogen, C<sub>1</sub>-6 alkyl,  
benzyl, phenyl, and C<sub>1</sub>-6 alkyl-C<sub>3</sub>-6 cycloalkyl,

which is unsubstituted or substituted with 1-3 substituents where  
the substituents are independently selected from: halo, C<sub>1</sub>-3alkyl,  
C<sub>1</sub>-3alkoxy and trifluoromethyl;

W is selected from:

phenyl and heterocycle, which is unsubstituted or substituted with 1-3  
substituents where the substituents are independently selected from: halo,  
C<sub>1</sub>-3alkoxy and trifluoromethyl;

Z is C;

n is an integer selected from 0, 1, 2, 3 and 4;

R<sup>1</sup> is selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C<sub>1</sub>-6alkyl,
- (f) C<sub>3</sub>-7cycloalkyl,
- (g) -O-C<sub>1</sub>-6alkyl,
- (h) -O-C<sub>3</sub>-7cycloalkyl,
- (i) -SCF<sub>3</sub>,
- (j) -S-C<sub>1</sub>-6alkyl,
- (k) -SO<sub>2</sub>-C<sub>1</sub>-6alkyl,
- (l) phenyl,
- (m) heterocycle,
- (n) -CO<sub>2</sub>R<sup>9</sup>,
- (o) -CN,
- (p) -NR<sup>9</sup>R<sup>10</sup>,
- (q) -NR<sup>9</sup>-SO<sub>2</sub>-R<sup>10</sup>,
- (r) -SO<sub>2</sub>-NR<sup>9</sup>R<sup>10</sup>,
- (s) -CONR<sup>9</sup>R<sup>10</sup>,
- (t) -NHC(=NH)NR<sup>9</sup>R<sup>10</sup>,
- (u) -NHAc,
- (v) -CH<sub>2</sub>C(=O)NHCH<sub>3</sub>,
- (w) -CH<sub>2</sub>C(=O)N(CH<sub>3</sub>)<sub>2</sub>,
- (x) -NHCO<sub>2</sub>CH<sub>3</sub>, and
- (y) hydrogen;
- (t) ~~NHC(=NH)NH<sub>2</sub>, and~~
- (u) ~~hydrogen;~~

R<sup>9</sup> is selected from H and C<sub>1</sub>-3alkyl;

R<sup>2</sup> is selected from:

(C<sub>0</sub>-6alkyl)-phenyl and (C<sub>0</sub>-6alkyl)-heterocycle,

where the alkyl is unsubstituted or substituted with 1-7 substituents

where the substituents are independently selected from:

- (a) halo,

- (b) hydroxy,
- (c) -O-C<sub>1-3</sub>alkyl,
- (d) trifluoromethyl, and
- (e) -C<sub>1-3</sub>alkyl,

and where the phenyl and the heterocycle is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C<sub>1-6</sub>alkyl,
- (f) C<sub>3-7</sub>cycloalkyl,
- (g) -O-C<sub>1-6</sub>alkyl,
- (h) -O-C<sub>3-7</sub>cycloalkyl,
- (i) -SCF<sub>3</sub>,
- (j) -S-C<sub>1-6</sub>alkyl,
- (k) -SO<sub>2</sub>-C<sub>1-6</sub>alkyl,
- (l) phenyl,
- (m) heterocycle,
- (n) -CO<sub>2</sub>R<sup>9</sup>,
- (o) -CN,
- (p) -NR<sup>9</sup>R<sup>10</sup>,
- (q) -NR<sup>9</sup>-SO<sub>2</sub>-R<sup>10</sup>,
- (r) -SO<sub>2</sub>-NR<sup>9</sup>R<sup>10</sup>, and
- (s) -CONR<sup>9</sup>R<sup>10</sup>;

R<sup>3</sup> is -(C<sub>0-6</sub>alkyl)-phenyl,

where the alkyl is unsubstituted or substituted with 1-5 substituents

where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c) -O-C<sub>1-3</sub>alkyl, and
- (d) trifluoromethyl,

and where the phenyl is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,

- (c) hydroxy,
- (d) C<sub>1-3</sub>alkyl,
- (e) -O-C<sub>1-3</sub>alkyl,
- (f) -CO<sub>2</sub>R<sup>9</sup>,
- (g) -CN,
- (h) -NR<sup>9</sup>R<sup>10</sup>, and
- (i) -CONR<sup>9</sup>R<sup>10</sup>;

R<sup>4</sup> is selected from:

- (a) hydrogen,
- (b) hydroxy,
- (c) C<sub>1-6</sub>alkyl,
- (d) C<sub>1-6</sub>alkyl-hydroxy,
- (e) -O-C<sub>1-3</sub>alkyl,
- (f) -CO<sub>2</sub>R<sup>9</sup>,
- (g) -CONR<sup>9</sup>R<sup>10</sup>, and
- (h) -CN;

or where R<sup>3</sup> and R<sup>4</sup> may be joined together to form a ring which is selected from:

- (a) 1H-indene,
- (b) 2,3-dihydro-1H-indene,
- (c) 2,3-dihydro-benzofuran,
- (d) 1,3-dihydro-isobenzofuran,
- (e) 2,3-dihydro-benzothiofuran, and
- (f) 1,3-dihydro-isobenzothiofuran,

or where R<sup>3</sup> and R<sup>5</sup> or R<sup>4</sup> and R<sup>6</sup> may be joined together to form a ring which is phenyl,

wherein the ring is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) hydroxy,
- (d) C<sub>1-3</sub>alkyl,
- (e) -O-C<sub>1-3</sub>alkyl,
- (f) -CO<sub>2</sub>R<sup>9</sup>,
- (g) -CN,
- (h) -NR<sup>9</sup>R<sup>10</sup>, and

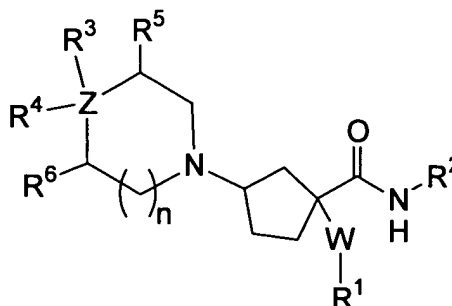
(i)  $-\text{CONR}^9\text{R}^{10}$ ; and

$\text{R}^5$  and  $\text{R}^6$  are independently selected from:

- (a) hydrogen,
- (b) hydroxy,
- (c)  $\text{C}_{1-6}$ alkyl,
- (d)  $\text{C}_{1-6}$ alkyl-hydroxy,
- (e)  $-\text{O}-\text{C}_{1-3}$ alkyl,
- (f) oxo, and
- (g) halo;

or a pharmaceutically acceptable salt or individual diastereomer thereof.

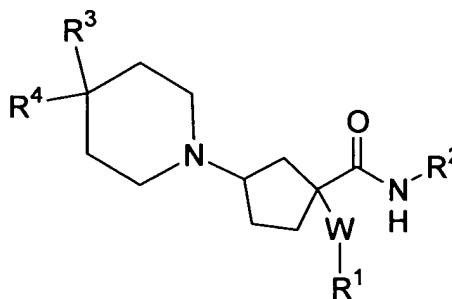
2. (previously presented) The compound of Claim 1 of the formula Ia:



Ia

or a pharmaceutically acceptable salt or individual diastereomer thereof.

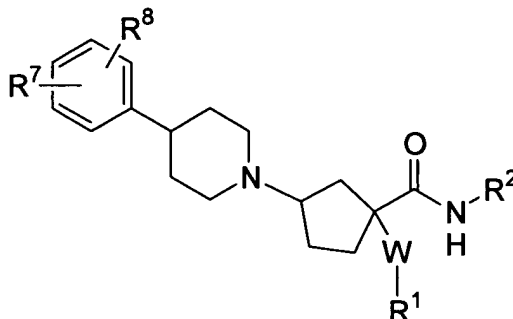
3. (previously presented) The compound of Claim 1 of the formula Ib:



Ib

or a pharmaceutically acceptable salt or individual diastereomer thereof.

4. (previously presented) The compound of Claim 1 of the formula Ic:



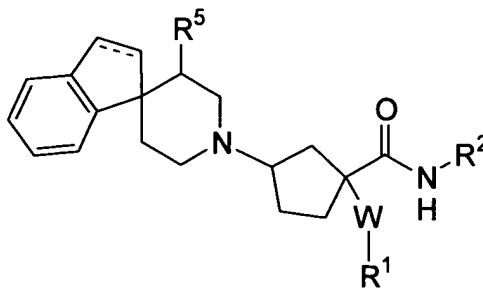
Ic

wherein R<sup>7</sup> and R<sup>8</sup> are independently selected from:

- (a) hydrogen,
- (b) halo,
- (c) trifluoromethyl,
- (d) hydroxy,
- (e) C<sub>1</sub>-3alkyl,
- (f) -O-C<sub>1</sub>-3alkyl,
- (g) -CO<sub>2</sub>H,
- (h) -CO<sub>2</sub>C<sub>1</sub>-3alkyl, and
- (i) -CN;

or a pharmaceutically acceptable salt or individual diastereomer thereof.

5. (previously presented) The compound of Claim 1 of the formula Id:

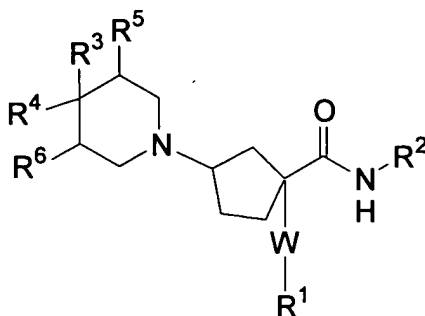


Id

wherein the dash line represents either single or double bonds;

or a pharmaceutically acceptable salt or individual diastereomer thereof.

6. (previously presented) The compound of Claim 1 of the formula:



wherein W is selected from furanyl, imidazolyl, oxadiazolyl, oxazolyl, phenyl, pyrazolyl, pyrazinyl, pyridyl, pyridazinyl, pyrimidyl, pyrrolyl, thiadiazolyl, and thiazolyl, or a pharmaceutically acceptable salt or individual diastereomer thereof.

7. (original) The compound of Claim 1 wherein W is selected from furanyl, imidazolyl, oxadiazolyl, oxazolyl, phenyl, pyrazolyl, pyrazinyl, pyridyl, pyridazinyl, pyrimidyl, pyrrolyl, thiadiazolyl, thiazolyl, thienyl, and triazolyl, and N-oxides thereof.

8. (original) The compound of Claim 1 wherein X is -CONH-.

9. (canceled)

10. (previously presented) The compound of Claim 1 wherein n is 0 or 1.

11. (original) The compound of Claim 1 wherein R<sup>1</sup> is selected from:

- (a) hydrogen
- (b) halo
- (c) C<sub>1-3</sub>alkyl,
- (d) -O-C<sub>1-3</sub>alkyl,
- (e) -CO<sub>2</sub>R<sup>9</sup>,
- (f) -S-C<sub>1-3</sub>alkyl,
- (g) -SO<sub>2</sub>-C<sub>1-3</sub>alkyl,
- (h) -SCF<sub>3</sub>,

- (i)  $\text{NHC(=NH)NR}^9\text{R}^{10}$
- (j)  $-\text{NR}^9\text{R}^{10}$ ,
- (k)  $-\text{NR}^9-\text{SO}_2-\text{R}^{10}$ ,
- (l)  $-\text{SO}_2-\text{NR}^9\text{R}^{10}$ , and
- (m)  $-\text{CONR}^9\text{R}^{10}$ .

12. (original) The compound of Claim 1 wherein  $\text{R}^2$  is selected from  $-(\text{C}_{0-4}\text{alkyl})$ -phenyl and  $-(\text{C}_{0-4}\text{alkyl})$ -heterocycle,

where heterocycle is selected from:

furanyl, imidazolyl, oxadiazolyl, oxazolyl, pyrazolyl, pyrazinyl, pyridyl, pyridazinyl, pyrimidyl, pyrrolyl, thiadiazolyl, thiazolyl, thienyl, and triazolyl, and N-oxides thereof,

where the alkyl is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c)  $-\text{O}-\text{C}_{1-3}\text{alkyl}$ , and
- (d) trifluoromethyl,

and where the phenyl or heterocycle is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e)  $\text{C}_{1-3}\text{alkyl}$ ,
- (f)  $-\text{O}-\text{C}_{1-3}\text{alkyl}$ ,
- (g)  $-\text{CO}_2\text{R}^9$ ,
- (h)  $-\text{S}-\text{C}_{1-3}\text{alkyl}$ ,
- (i)  $-\text{SO}_2-\text{C}_{1-3}\text{alkyl}$ ,
- (j)  $-\text{SCF}_3$ ,
- (k)  $-\text{CO}_2\text{R}^9$ ,
- (l)  $-\text{NR}^9\text{R}^{10}$ ,
- (m)  $-\text{NR}^9-\text{SO}_2-\text{R}^{10}$ ,
- (n)  $-\text{SO}_2-\text{NR}^9\text{R}^{10}$ , and
- (o)  $-\text{CONR}^9\text{R}^{10}$ .



13. (original) The compound of Claim 1 wherein R<sup>2</sup> is selected from -(C<sub>0-4</sub>alkyl)-phenyl and -(C<sub>0-4</sub>alkyl)-heterocycle,

where heterocycle is selected from: pyridyl, pyridazinyl, and N-oxides thereof, where the alkyl is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c) -O-C<sub>1-3</sub>alkyl, and
- (d) trifluoromethyl,

and where the phenyl or heterocycle is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C<sub>1-3</sub>alkyl,
- (f) -O-C<sub>1-3</sub>alkyl,
- (g) -CO<sub>2</sub>-C<sub>1-3</sub>alkyl,
- (h) -CO<sub>2</sub>H,
- (i) -S-C<sub>1-3</sub>alkyl,
- (j) -SO<sub>2</sub>-C<sub>1-3</sub>alkyl,
- (k) -SCF<sub>3</sub>,
- (l) -NH<sub>2</sub>,
- (m) -NH-SO<sub>2</sub>-C<sub>1-3</sub>alkyl, and
- (n) -SO<sub>2</sub>-NH<sub>2</sub>.

14. (original) The compound of Claim 1 wherein R<sup>2</sup> is selected from -CH<sub>2</sub>-phenyl and -CH<sub>2</sub>-heterocycle,

where heterocycle is selected from: pyridyl, pyridazinyl, and N-oxides thereof, and where the phenyl or heterocycle is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) trifluoromethoxy,
- (d) hydroxy,
- (e) C<sub>1-3</sub>alkyl,

- (f) -O-C<sub>1-3</sub>alkyl,
- (g) -CO<sub>2</sub>-C<sub>1-3</sub>alkyl,
- (h) -CO<sub>2</sub>H,
- (i) -S-C<sub>1-3</sub>alkyl,
- (j) -SO<sub>2</sub>-C<sub>1-3</sub>alkyl,
- (k) -SCF<sub>3</sub>,
- (l) -NH<sub>2</sub>,
- (m) -NH-SO<sub>2</sub>-C<sub>1-3</sub>alkyl, and
- (n) -SO<sub>2</sub>-NH<sub>2</sub>.

15. (original) The compound of Claim 1 wherein R<sup>2</sup> is selected from:

- (1) -CH<sub>2</sub>-(phenyl),
- (2) -CH<sub>2</sub>-(4-bromophenyl),
- (3) -CH<sub>2</sub>-(3-chlorophenyl),
- (4) -CH<sub>2</sub>-(3,5-difluorophenyl),
- (5) -CH<sub>2</sub>-((2-trifluoromethyl)phenyl),
- (6) -CH<sub>2</sub>-((3-trifluoromethyl)phenyl),
- (7) -CH<sub>2</sub>-((4-trifluoromethyl)phenyl),
- (8) -CH<sub>2</sub>-((3-trifluoromethoxy)phenyl),
- (9) -CH<sub>2</sub>-((3-trifluoromethylthio)phenyl),
- (10) -CH<sub>2</sub>-((3-trifluoromethoxy-5-thiomethyl)phenyl),
- (11) -CH<sub>2</sub>-((3-trifluoromethoxy-5-methoxy)phenyl),
- (12) -CH<sub>2</sub>-((3-trifluoromethoxy-5-methanesulfonyl)phenyl),
- (13) -CH<sub>2</sub>-((3-trifluoromethoxy-5-amino)phenyl),
- (14) -CH<sub>2</sub>-((3-trifluoromethoxy-5-aminomethanesulfonyl)phenyl),
- (15) -CH<sub>2</sub>-((3-trifluoromethoxy-5-sulfonylamino)phenyl),
- (16) -CH<sub>2</sub>-((3,5-bis-trifluoromethyl)phenyl),
- (17) -CH<sub>2</sub>-((3-fluoro-5-trifluoromethyl)phenyl),
- (18) -CH(CH<sub>3</sub>)-((3,5-bis-trifluoromethyl)phenyl),
- (19) -C(CH<sub>3</sub>)<sub>2</sub>-((3,5-bis-trifluoromethyl)phenyl),
- (20) -CH<sub>2</sub>-(4-(2-trifluoromethyl)pyridyl),
- (21) -CH<sub>2</sub>-(5-(3-trifluoromethyl)pyridyl),
- (22) -CH<sub>2</sub>-(5-(3-trifluoromethyl)pyridazinyl),
- (23) -CH<sub>2</sub>-(4-(2-trifluoromethyl)pyridyl-N-oxide), and
- (24) -CH<sub>2</sub>-(5-(3-trifluoromethyl)pyridyl-N-oxide).

16. (original) The compound of Claim 1 wherein R<sup>3</sup> is hydrogen or phenyl, where the phenyl is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) halo,
- (b) trifluoromethyl,
- (c) hydroxy,
- (d) C<sub>1</sub>-3alkyl,
- (e) -O-C<sub>1</sub>-3alkyl,
- (f) -CO<sub>2</sub>R<sup>9</sup>,
- (g) -CN,
- (h) -NR<sup>9</sup>R<sup>10</sup>, and
- (i) -CONR<sup>9</sup>R<sup>10</sup>.

17. (original) The compound of Claim 1 wherein R<sup>3</sup> is hydrogen or phenyl, where the phenyl is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from:

- (a) halo,
- (c) hydroxy,
- (d) C<sub>1</sub>-3alkyl,
- (e) -O-C<sub>1</sub>-3alkyl, and
- (f) -CO<sub>2</sub>R<sup>9</sup>.

18. (original) The compound of Claim 1 wherein R<sup>3</sup> is phenyl, or para-fluorophenyl.

19. (previously presented) The compound of Claim 1 wherein R<sup>4</sup> is selected from:

- (a) hydrogen,
- (b) hydroxy,
- (c) -CO<sub>2</sub>H,
- (d) -CO<sub>2</sub>C<sub>1</sub>-6alkyl, and
- (e) -CN.

20. (original) The compound of Claim 1 wherein R<sup>5</sup> and R<sup>6</sup> are independently selected from:

- (a) hydrogen,

- (b) hydroxy,
- (c) -CH<sub>3</sub>,
- (d) -O-CH<sub>3</sub>, and
- (e) oxo.

21. (canceled)

22. (original) A pharmaceutical composition which comprises an inert carrier and a compound of Claim 1.

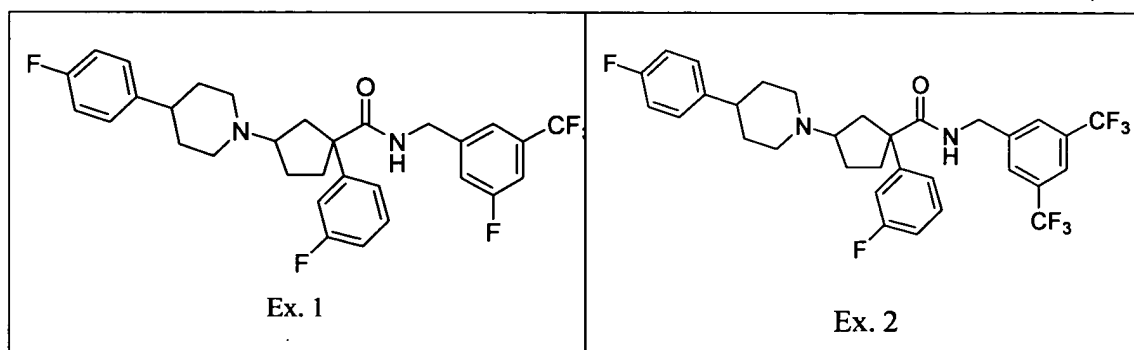
23. (canceled)

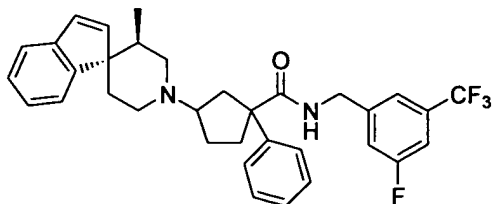
24. (canceled)

25. (canceled)

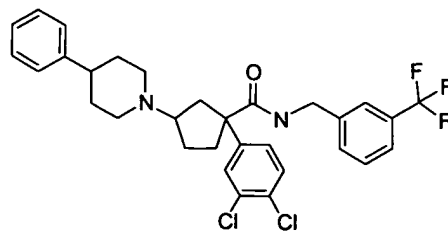
26. (original) A method for treating, ameliorating or controlling rheumatoid arthritis which comprises administering to a patient in need thereof an effective amount of the compound of Claim 1.

27. (previously presented) The compound of Claim 1, which is selected from the group consisting of the following compounds, or a pharmaceutically acceptable salt or individual diastereomer thereof:

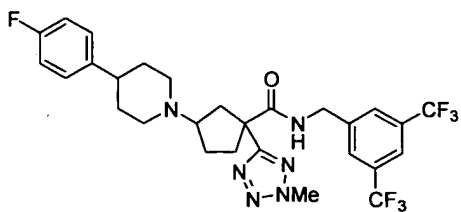




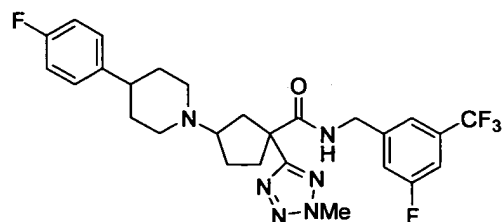
Ex. 11



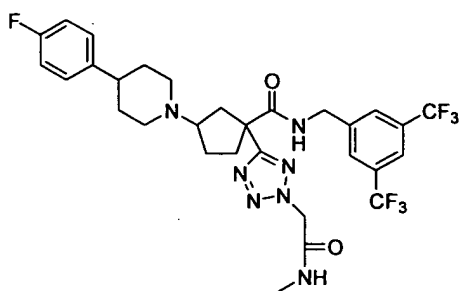
Ex. 24



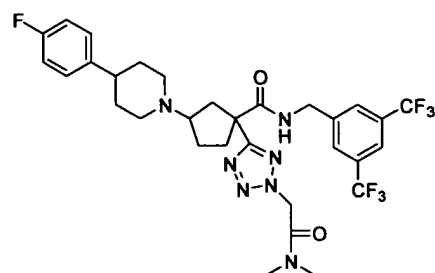
Ex. 31



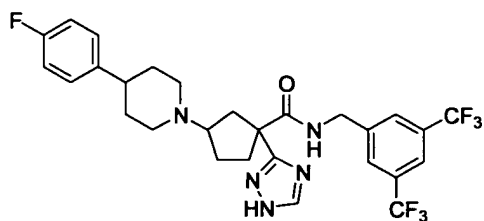
Ex. 32



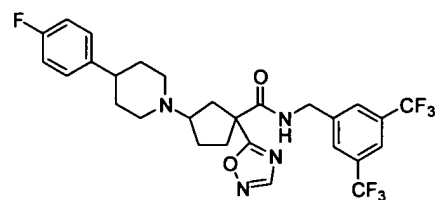
Ex. 35



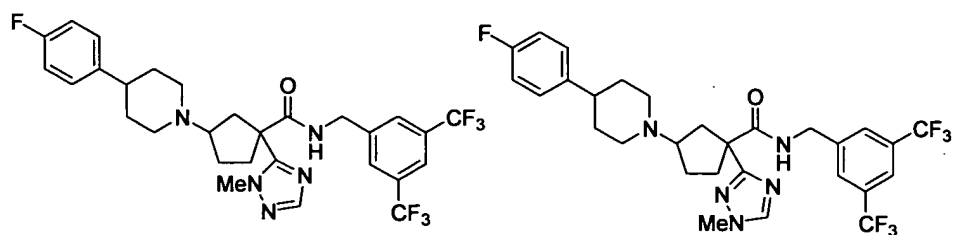
Ex. 36



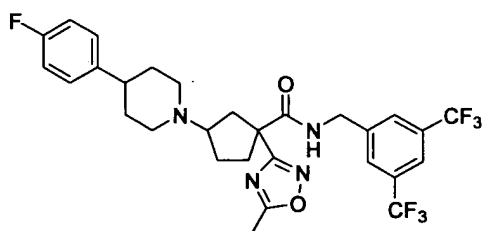
Ex. 37



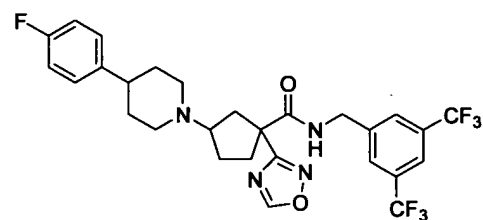
Ex. 38



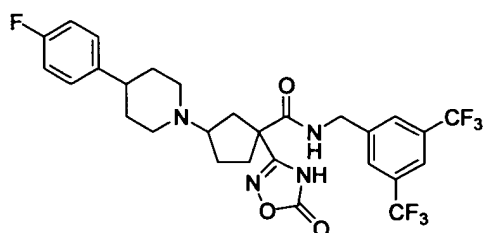
Ex. 39



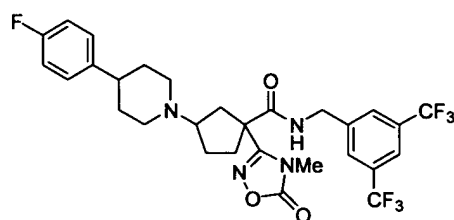
Ex. 40



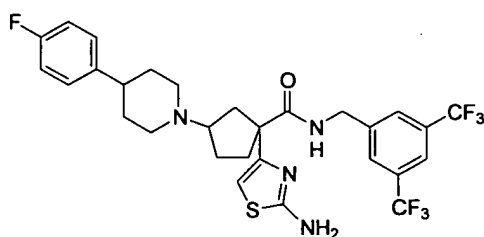
Ex. 41



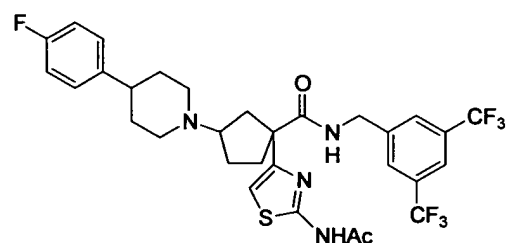
Ex. 42



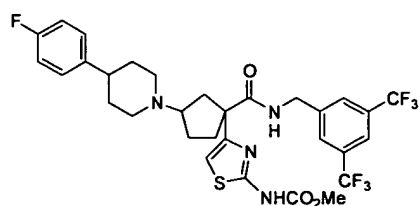
Ex. 43



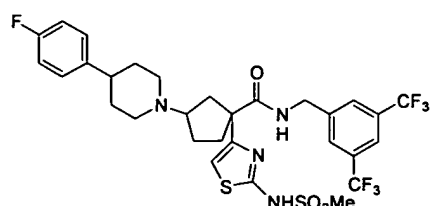
Ex. 44



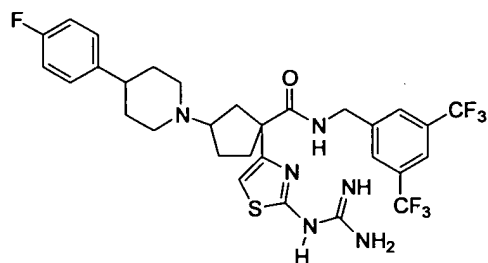
Ex. 45



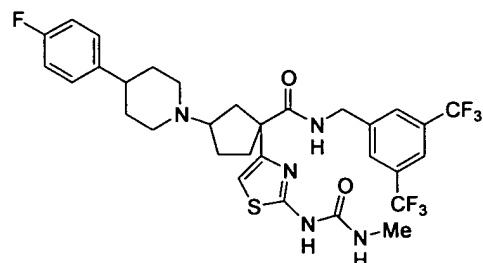
Ex. 46



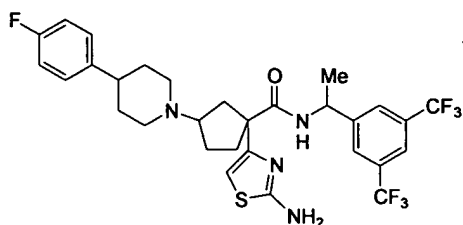
Ex. 47



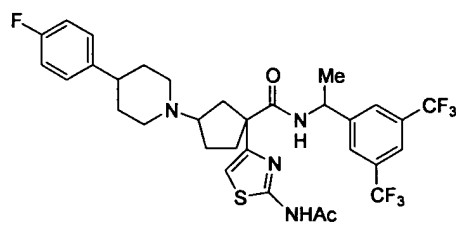
Ex. 48



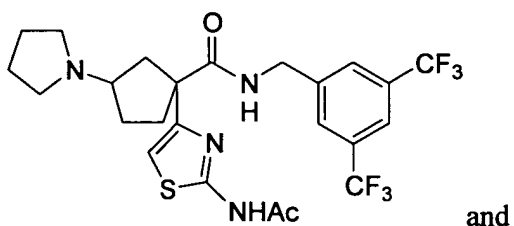
Ex. 49



Ex. 50

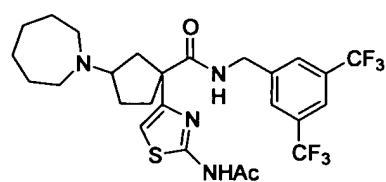


Ex. 51



Ex. 80

and



Ex. 81